

SCHWARTZ, LICHTENBERG LLP
420 Lexington Avenue, Suite 2400
New York, New York 10170
(212) 389-7818
Barry E. Lichtenberg (BL 9750)
Attorneys for Gary Altman, Rhoda Brown,
The Estate of George Crethan, Saul Mildworm,
Jack Raskin, David Smith and Edward Yaker

Hearing Date:
Time:

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re:	:
	:
1 ST ROCHDALE COOPERATIVE GROUP, LTD.	:
	:
Debtor.	:
-----X	
ROBERT L. GELTZER, as Chapter 7 Trustee for 1 ST	:
ROCHDALE COOPERATIVE GROUP, LTD.,	:
	:
Plaintiff,	:
	:
GARY ALTMAN, RHODA BROWN, "JOHN DOE 1"	:
AS EXECUTOR OR ADMINISTRATOR OF THE	:
ESTATE OF GEORGE CRETHAN, SAUL	:
MILDWORM, JACK RASKIN, DAVID SMITH, "JOHN	:
THE ESTATE OF ALLEN THURGOOD, EDWARD	:
YAKER, GREGORY WORTHAM and DAVID L.	:
JOHNSON,	:
	:
Defendants.	:
-----X	

**Bankruptcy Proceeding Chapter 7
Case No. 05-12086 (PCB)**

07 CV 7852 (DC)

**REPLY AFFIRMATION OF BARRY E. LICHTENBERG, ESQ., IN
FURTHER SUPPORT OF MOTION OF GARY ALTMAN, RHODA
BROWN, ESTATE OF GEORGE CRETHAN, SAUL MILDWORM, JACK
RASKIN, DAVID SMITH AND EDWARD YAKER TO DISMISS THE
COMPLAINT WITH PREJUDICE AND FOR RELATED RELIEF**

BARRY E. LICHTENBERG, Esq., affirms the following under penalty of perjury:

1. I am an attorney duly admitted and in good standing to practice before the United States District Courts for the Southern District of New York and the Eastern District of New

York. I am a member of Schwartz, Lichtenberg LLP, attorneys for defendants Gary Altman, Rhoda Brown, Estate of George Crethan, Saul Mildworm, Jack Raskin, David Smith and Edward Yaker (collectively, the "Former Directors"). I respectfully submit this affirmation in further support of the Former Directors' motion to dismiss the complaint against them in the above-referenced adversary proceeding and for related relief and to place before this Court documents relevant to the motion.

2. Attached as Exhibit "A" is, upon information and belief, a true and correct copy of the Certificate of Incorporation of 1st Rochdale Cooperative Group, Ltd. ("1st Rochdale").

3. Attached as Exhibit "B" is, upon information and belief, a true and correct copy of the Minutes of Regular Board of Directors Meeting of 1st Rochdale Cooperative Group, Ltd. for December 18, 2000.

4. Attached as Exhibit "C" is, upon information and belief, a true and correct copy of a letter dated April 5, 2000 from Robert E. Dineen, Jr., Esq, a member of Shearman & Sterling, to 1st Rochdale, and attachments thereto.

5. Attached as Exhibit "D" is, upon information and belief, a true and correct copy of a letter dated September 20, 2001 from Howard Steinberg, Esq., a member of Shearman & Sterling, to 1st Rochdale, and attachments thereto.

6. Attached as Exhibit "E" is, upon information and belief, a true and correct copy of a proposed executive summary and term sheet for Zerega Station.

7. Exhibits "A" through "E" were made available and obtained at the law offices of counsel for plaintiff Robert L. Geltzer, as Chapter 7 Trustee for 1st Rochdale Cooperative Group, Ltd.

Dated: New York, New York
November 21, 2007

/s/Barry E. Lichtenberg
Barry E. Lichtenberg (BL 9750)

EXHIBIT A

CERTIFICATE OF INCORPORATION
OF
1ST ROCHDALE COOPERATIVE GROUP, LTD.

We, the undersigned, being five or more persons in number of the age of eighteen or over, desiring to form a general Cooperative Corporation pursuant to Article 2 of the Cooperative Corporations Law of the State of New York, do hereby certify as follows:

1. The name of the proposed corporation is 1st Rochdale Cooperative Group, Ltd. (hereinafter referred to as the "Corporation").
2. This corporation is formed under and pursuant to the provisions of Article 2 of the Cooperative Corporations Law, and is formed to achieve the lawful public objective of offering consumers, on a non-profit basis, a package of energy and other services at the lowest feasible cost. The Corporation is formed for the following purposes: namely, while operating on a non-profit basis, to:
 - a. purchase or otherwise acquire or accumulate electrical power, heating oil, natural gas, propane or any other fuel or energy source and/or fuel or energy service (collectively, "Energy Services") in order to meet the energy needs of cooperative housing companies and condominiums and/or any other entities or persons (collectively, "Consumers"), resell at the lowest feasible cost, or otherwise dispose of, any and all such Energy Services to Consumers, and/or arrange for the provision, transmission, distribution or furnishing, of any and all such Energy Services to Consumers by third-party providers or otherwise and/or provide any and all incidental services to Consumers to reduce Consumers' energy costs;
 - b. purchase or otherwise acquire for Consumers, and resell at the lowest feasible cost, or otherwise dispose of, to Consumers and/or arrange for the provision, transmission, distribution or furnishing, directly or indirectly, to Consumers, phone, cable, satellite broadcast, Internet, home security and/or

security and/or medical alert services and/or any and all other similar communication services of any kind now known or hereafter devised, and;

c. conduct any and all other activities as shall from time to time be found appropriate to the foregoing, and which shall be lawful for Cooperative Corporations within the meaning of the Cooperative Corporation Law of the State of New York.

3. In furtherance of the purposes listed in paragraph 2., above, the Corporation shall have all of the general powers enumerated in the Cooperative Corporations Law of the State of New York, together with the power to solicit and receive grants, bequests and contributions for any corporate purpose, and together with the power to maintain a fund or funds of real and personal property to be used or expended for any corporate purpose. The Corporation shall also have the right to exercise such other powers as are now, or as hereafter may be, conferred by law upon a corporation organized for the purposes set forth in paragraph 2., above, or are necessary or incidental to any powers so conferred, or incidental to the furtherance thereof.
4. The duration of the corporation is to be perpetual.
5. The principal office of the corporation shall be located in the City of New York, Borough of Manhattan, County of New York, N.Y..
6. The names and post office addresses of its incorporators are:

<u>Name</u>	<u>Post Office Address</u>
Saul Mildworm	465 Grand Street New York, New York 10002
Jack Raskin	465 Grand Street New York, New York 10002
David Smith	465 Grand Street New York, New York 10002

Allen L. Thurgood

465 Grand Street
New York, New York 10002

Edward Yaker

465 Grand Street
New York, New York 10002

7. The number of its directors shall be not less than five or more than fifteen, as the bylaws may from time to time provide, but in no case less than five.

8. The names and post office addresses of the directors until the first annual meeting are:

Name

Post Office Address

Saul Mildworm

465 Grand Street
New York, New York 10002

Jack Raskin

465 Grand Street
New York, New York 10002

David Smith

465 Grand Street
New York, New York 10002

Allen L. Thurgood

465 Grand Street
New York, New York 10002

Edward Yaker

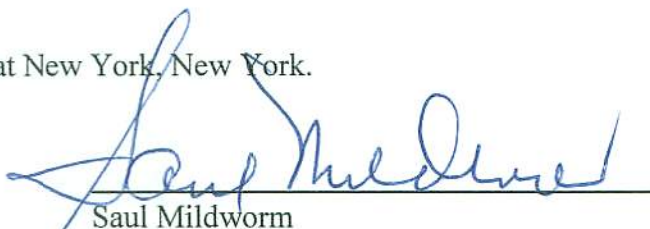
465 Grand Street
New York, New York 10002

9. The corporation is organized without capital stock.

10. All of the subscribers hereto are of full age and are citizens of the United States. All are residents of the state of New York, and of the persons named herein as directors, all are citizens of the United States and residents of the state of New York.

11. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary shall mail a copy of any process served upon the Secretary is: c/o Szold & Brandwen, P.C., 14 Wall Street, New York, New York 10005.

Executed and filed on August 27, 1997 at New York, New York.


Saul Mildworm


Jack Raskin


David Smith


Allen L. Thurgood


Edward Yaker

ACKNOWLEDGEMENT:

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

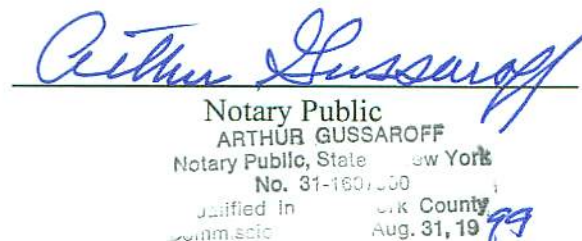
On the 27th day of August, 1997 before me personally came, Saul Mildworm, known to me to be the person described in, and who executed, the foregoing instrument, and duly acknowledged that (s)he executed the same.


Notary Public

ACKNOWLEDGEMENT:

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:


On the 27th day of August, 1997 before me personally came, Jack Raskin, known to me to be the person described in, and who executed, the foregoing instrument, and duly acknowledged that (s)he executed the same.


Notary Public
ARTHUR GUSSAROFF
Notary Public, State of New York
No. 31-1607900
Qualified in New York County
Commission Expires Aug. 31, 1999

ACKNOWLEDGEMENT:

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On the 25th day of August, 1997 before me personally came, David Smith, known to me to be the person described in, and who executed, the foregoing instrument, and duly acknowledged that (s)he executed the same.



Notary Public

ARTHUR GUSSAROFF
Notary Public, State of New York
No. 31-1607900
Qualified in New York County
Commission Expires Aug. 31, 1999

ACKNOWLEDGEMENT:

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On the 28th day of August, 1997 before me personally came, Alen L. Thurgood, known to me to be the person described in, and who executed, the foregoing instrument, and duly acknowledged that (s)he executed the same.


Notary Public

ARTHUR GUSSAROFF
Notary Public, State of New York
No. 31-1607900
Qualified in New York County
Commission Expires Aug. 31, 1999

ACKNOWLEDGEMENT:

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On the 25 day of August, 1997 before me personally came, Edward Yaker, known to me to be the person described in, and who executed, the foregoing instrument, and duly acknowledged that (s)he executed the same.


Notary Public

SANDRA L. SALVATORE
Notary Public, State of New York
No. 01SA8877575
Qualified in Westchester County
Commission Expires June 30, 1998.

**CERTIFICATE OF INCORPORATION
OF
IST ROCHDALE GROUP, LTD.**

**Szold & Brandwen, P.C.
14 Wall Street
New York, New York 10005
212-732-0606**

EXHIBIT B

MINUTES OF REGULAR BOARD OF DIRECTORS
MEETING OF 1ST ROCHDALE COOPERATIVE GROUP, LTD.

A regular meeting of the Board of Directors of 1st Rochdale Cooperative Group, Ltd. ("1st Rochdale") pursuant to written notice was held at the office of the Corporation at 465 Grand Street, New York, New York, in the penthouse, on December 18, 2000 at 5:00 P.M.

The following members of the Board of Directors were present in person:

Gary Altman
Rhoda Brown
George Crethan
Saul Mildworm
Jack Raskin
Allen L. Thurgood
Edward Yaker

Director David Smith was present by telephone conference call.

Greg Wortham, Chief Operating Officer of 1st Rochdale, David Johnson, Chief Financial Officer of 1st Rochdale, Tom Thompson, Vice President of Sustainable Energy of 1st Rochdale, Robert Bradley, Vice President of Twin Pines Fuels LLC, William Calves, Gil Cruz and Robert Zeinhert of 1st Rochdale and Arthur Gussaroff and Burt Solomon of Szold & Brandwen, P.C., general counsel for 1st Rochdale, also attended the meeting.

Mr. Thurgood, Chairman, Vice President and Chief Executive Officer of 1st Rochdale, acted as Chairman of the meeting and Mr. Gussaroff acted as Secretary.

Upon motion duly made and seconded the Agenda was approved.

Upon motion duly made and seconded, the minutes of the Board of Directors meeting of November 28, 2000 were unanimously approved.

At this point in the meeting, item 3 on the Agenda "Correspondence" was dealt with. Chairman Thurgood presented correspondence to the Corporation from the National Rural Utilities Cooperative Finance Corporation ("CFC"), from the Amalgamated Bank of New York confirming the \$2,500,000 deposit from New York Power Authority ("NYPA") and from the Energy Cooperative in Philadelphia, all of which correspondence was ordered attached to the minutes of the meeting. The Chairman stated that the CFC letter would be dealt with under the Financial Report in executive session.

Item 4 on the Agenda, "Resolutions: Gotham Power Officers / Signatories" were presented to and ordered attached to the minutes of the meeting as were resolutions for Twin Pines Fuels LLC, ratifying prior actions, giving Charles Joanides and Robert Bradley signing authority and authorizing Jennifer Bausch to file all tax returns for Twin Pines Fuels LLC except for income tax returns.

Item 5 on the Agenda, "Special Reports and Matters" was then taken up by the Board.

a) COO Greg Wortham presented the NYPA Report to the Board. He confirmed the \$2,500,000 from NYPA, stated that NYPA had already closed on Hellgate and advised that NYPA was still negotiating on North 1st Street and that 1st Rochdale was interested in leasing the part of the site containing oil tanks from NYPA. Greg Wortham, Tom Thompson and Bob Zeinhert also reported on the Department of Environmental Control public hearings in Brooklyn, Queens and the Bronx relating to the siting of power plants in those Boroughs.

b) Mr. Wortham then presented the Power Plant Project Report to the Board. He stated that the development of a power plant at Zerega Avenue was continuing, that there were six bidders to construct the plant and that meetings with potential partners and lenders would be held in the first two weeks of January 2001. He also indicated that Con Edison would probably be a good partner

for the first deal because of the necessity of reaching an agreement with them for the gas and electrical interconnections at Zerega.

Chairman Thurgood then informed the Board that he had been meeting with various Bronx officials and organizations in order to clear the way for the construction of the Zerega power plant and that other meetings will be set up with community groups and officials.

Ed Yaker, Tom Thompson and Rhoda Brown all commented on the necessity of reaching out to community groups and entering into a dialogue with them in order to diffuse any opposition they may have to the construction of 79.9 MW power plants in their neighborhoods. George Crethan pointed out that part of the need for these new plants is that old out of service plants cannot be started up again. Chairman Thurgood then stated that he had also talked to several trade unions about these projects. Greg Wortham concluded this report by stating that 1st Rochdale, as per the Board's directive will also be looking at neighborhood generation as part of the solution to New York City's energy management crisis.

c) Edward Yaker, Chairman of the committee on Structure and Governance, then presented the Committee's report to the meeting. He informed the Board that the Committee had finally arrived at a present structure for membership and the composition, nomination and election of the Board of Directors but that a long term solution to membership requirements and restrictions might be found by reincorporating 1st Rochdale in another more "cooperative friendly" State. Mr. Yaker also stated that the Committee would be recommending at the next Board meeting on January 16, 2001, the adoption of the finalized pre-distributed set of By-Laws for 1st Rochdale, that all members be charged a membership fee, that members be charged 1/10 of a cent less than non-members for products and that the first annual membership be held in October, 2001. Chairman Thurgood

emphasized that the Committee must expedite its mission and be ready to make final recommendations by January

Item 6 on the Agenda, Management Report, was then taken up by the Board.

a) Financial Reports. CFO Dave Johnson reported on his visit to Twin Pines Fuels office in Aston, Pennsylvania and extended congratulations to everyone in that operation for doing a "great job". Bill Calves stated that Gotham Power was now included in the Financial Reports and proceeded to explain the November unaudited financial reports to the Board, copies of which had been distributed to each Director at the outset of the meeting. Dave Johnson continued his report by informing the Board that CFC wants a separation of each line of business in the reports.

COO Wortham then reported on his and Chairman Thurgood's visit to the Twin Pines offices in Aston, PA, stating that the productivity was incredible and that the new computer system installed there was highly sophisticated. Bob Bradley interjected that the system would be tied to the Home Office (Grand Street) within sixty days. Mr. Wortham continued his remarks by indicating that this system will increase Twin Pines' analytic ability, that the inventory and pricing components of the system were almost ready for activation, but that check writing would remain at the Home Office in New York. Mr. Johnson closed his report by stating that the system produces a lot of good management reports and reiterated that the staff in Aston is doing a great job.

b) Twin Pines Overview. Vice-President Bradley reported that the Zerega offices have been upgraded, that the heat in the large building has been turned-off and that oil is finally being moved through the terminal. He also stated that everyone was using gas in December but that because of the increase in gas prices, everyone will want to buy oil after January and that it is the financial markets, not products, that are driving oil prices. There is also a shortage of oil barges, he said, and commented that Twin Pines may need to buy oil barges at some point because of the shortage. Mr.

Bradley closed his report by stating that Twin Pines had \$6,000,000 of sales in November, that sales would be "solid" for the next four months, that garage revenue at Zerega was \$5,000 a month and that meetings with North Atlantic and Enron were scheduled to take place.

At this point Chairman Thurgood interjected that the Council of New York Cooperatives ("CNYC") was close to endorsing 1st Rochdale as the utility supplier of choice for its 2,000 members and that business was building throughout all of 1st Rochdale's product lines making 1st Rochdale far more than simply an aggregator of customers. He also stated that many other grand opportunities will surface in the New Year providing additional transactional financing can be arranged.

c) Green Apple. Vice-President Thompson reported that the December 11th luncheon event at the National Arts Club to "kick-off" Green Apple was a great success, that he had worked with Matrix Marketing to create displays for the forum held at the luncheon and that the event was attended by approximately 90 people and received a host of media coverage. He also reported that the Touchstone News Letter is going to put together a front page piece on Green Apple and its energy saving programs. Chairman Thurgood added that the New York Daily News was also going to do an article on Green Apple.

[at this point in the meeting the Board went into executive session]

d) Electric Sales Update. None.

e) Upcoming Events. A number of trade shows are planned and 1st Rochdale will be there.

f) Legislative Matters. None.

7. Old Business – 465 Grand Street Lease. Chairman Thurgood reported that he had met with Ken Wray of United Housing Foundation, Inc. ("UHF") to discuss taking over its lease, and indicated that there were major problems with the leased premises which would have to be addressed

before making a deal. He also indicated that Coordinated Housing Services, Inc. ("CHS") or another entity and not necessarily 1st Rochdale would take over the Lease, pending a review by legal counsel.

8. Other Business. CFO Johnson reported that per Chairman Thurgood's directive he was going to circulate a budget plan to the Directors in January, 2001.

There being no further business to come before the meeting, upon motion duly made and seconded and unanimously approved, the meeting was adjourned.

Arthur Gussaroff
Secretary of the Meeting

EXHIBIT C

SHEARMAN & STERLING

FAX: 212-848-7179
TELEX: 667290 WUI
www.shearman.com

599 LEXINGTON AVENUE
NEW YORK, N.Y. 10022-6069
212 848-4000

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TOKYO
TORONTO
WASHINGTON, D.C.

WRITER'S DIRECT NUMBER:

(212) 848-8012

April 5, 2000

William A. Zoha, President
Prescient Energy Corporation
185 Madison Avenue, Suite 1601
New York, NY 10016

Gregory L. Wortham, COO
1st Rochdale Cooperative
Energy & Telecommunications Services
465 Grand Street, 2nd Floor
New York, NY 10002

Gentlemen:

We enjoyed meeting with you this morning and are delighted to be under consideration as counsel for your project. We believe that our merchant plant experience combined with our finance expertise would facilitate a speedy and cost-effective financial closing.

As we mentioned, in the past nine months we have been engaged by sponsors to evaluate peaking facilities in Illinois, New Jersey, Texas, Indiana and Ohio and have negotiated engineering, procurement and construction contracts with Foster Wheeler, General Electric, ABB Alstom Power, Marubeni, Lurgi, and Duke/Flour Daniel among others. Thus, our understanding of the "hot" issues in merchant financing should help put you in a position to make quick, balanced, and realistic decisions regarding all aspects of your project.

In addition, if you request, we are happy to bring other non-legal resources to the table such as the original technical, construction and transmission people that built KIAC, investment funds, equipment suppliers, developers, and financial advisors.

I have also included for your information Howard's and my resumes.

Sincerely,



Robert E. Dincen, Jr.

RED/vh
Enclosures

SHEARMAN & STERLING

Abu Dhabi
Beijing
Düsseldorf
Frankfurt
Hong Kong
London
Menlo Park
New York
Paris
San Francisco
Singapore
Tokyo
Toronto
Washington, D.C.

Robert E. Dineen, Jr.

New York Office

Office Telephone: (212) 848-8012

Fax: (212) 848-4309

E-mail: rdineen@shearman.com

Practice

Robert Dineen is a senior partner of Shearman & Sterling. He has led several of Shearman & Sterling's corporate groups, including groups responsible for the Firm's work in Latin America and Asia and its project finance work worldwide.

Mr. Dineen has extensive experience in public finance transactions principally for companies involved in the oil and gas and pipeline business and for foreign and sovereign issuers in Canada and Latin America. He is also a specialist in U.S. and international private banking and financial transactions, including equipment and project financing. Since 1982, Mr. Dineen has been involved in the resolution of the sovereign debt restructuring, principally in Latin America and recently in Asia. Mr. Dineen has served as a member of the Firm's Policy Committee and is currently the head of the firm's Project and Private Finance Practice.

Selected Professional and Business Activities

Member, American Bar Association
Director, NOVA Chemicals Corporation
Director, Manulife Financial Corporation
Director, Resources for Children with Special Needs, Inc. (Not-for-Profit)

Bar Admissions

New York

Education

Syracuse University, College of Law, LL.B., *cum laude*, 1966
Order of the Coif, Justinian Honorary Society
Editor, Syracuse Law Review
Brown University, B.A., 1963

SHEARMAN & STERLING

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Tokyo
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Washington, D.C.

Howard M. Steinberg
New York Office
Office Telephone: (212) 848-5014
Fax: (212) 848-7179
E-mail: hsteinberg@shearman.com

Practice

Howard M. Steinberg concentrates on transactions involving the energy sector and focuses on the electric power industry in particular. He has represented sponsors, off-takers, fuel suppliers, contractors, operators, underwriters and lenders in the development, acquisition, restructuring and privatization of infrastructure projects around the world. In the past ten years he has worked on over sixty projects and traveled to more than twenty-five countries in connection with the development and construction of these projects.

Recent experience includes representation of:

- A utility affiliate and a coal mining company as sponsors in the development of a lignite mine and related 500MW lignite-fired power station in Turkey
- A utility affiliate and local power plant as sponsors in the development of a fluidized bed combined heat and power plant in Poland
- A utility affiliate developing 3 simple-cycle gas-fired peaking stations and 2 combined cycle gas-fired load following stations (all on a merchant basis) in the United States

Selected Professional and Business Activities

Prior to joining Shearman & Sterling, Mr. Steinberg was in-house counsel at Metalgesellschaft Corp. (an oil and gas producer, refiner and trader) and PSEG Global Inc. (the non-regulated power development affiliate of Public Service Electric and Gas Company) and began his career as an associate at Skadden, Arps, Slate, Meagher & Flom.

Mr. Steinberg was an Adjunct Instructor of Marketing at the Graduate School of Business of Pace University during 1986.

Bar Admissions New York

Education

New York University School of Law, J.D., 1989
Columbia University Graduate School of Business, M.B.A., 1986
Columbia College, A.B., 1985, *Phi Beta Kappa, magna cum laude*

EXHIBIT D

SHEARMAN & STERLING

FAX: 212-848-7179
TELEX: 667290 WUI
www.shearman.com

599 LEXINGTON AVENUE
NEW YORK, N.Y. 10022-6069
212 848-4000

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NEW YORK
PARIS
SAN FRANCISCO
SINGAPORE
TOKYO
TORONTO
WASHINGTON, D.C.

WRITER'S DIRECT NUMBER:
212-848-5014

WRITER'S EMAIL ADDRESS:
hsteinberg@shearman.com

September 20, 2001

By Facsimile

Gotham Power Company LLC c/o
Mr. Gregory Wortham
Chief Operating Officer
1st Rochdale Cooperative Group, Ltd.
465 Grand Street
2nd Floor
New York, NY 10002
USA

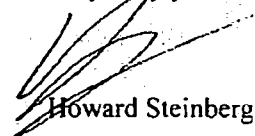
Zerega Ave. Project

Dear Greg:

Attached is Invoice No. 2123340 in the amount of \$40,482.76 for services rendered on the Zerega Ave. Project through the month of August 2001. If this statement meets with your approval, please make arrangements for its payment.

Do not hesitate to contact me if you have any questions.

Very truly yours,



Howard Steinberg

HMS/cr

Attachment

NYDOCS02/524838 I

FR 000104

SHEARMAN & STERLING
599 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022-6069

September 18, 2001

Gregory L. Wortham
1st Rochdale Cooperative Group Ltd.
465 Grand Street, 2nd Floor
New York, NY 10002

When remitting,
please reference:

31838-00002
Invoice Number: 2123340

FOR PROFESSIONAL SERVICES RENDERED through
August 31, 2001 in connection with the Zerega Avenue
Project as more fully described herein.

FEES	\$38,039.00
COSTS related thereto	<u>\$2,444.76</u>
TOTAL	<u>\$40,483.76</u>

TIME AND COSTS, IF ANY, RECORDED AFTER DATE
OF STATEMENT WILL APPEAR ON A SUBSEQUENT STATEMENT
TAX IDENTIFICATION NUMBER 13-5514352

FR 000105

SHEARMAN & STERLING
599 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022-6069

September 18, 2001

Gregory L. Wortham
1st Rochdale Cooperative Group Ltd.
465 Grand Street, 2nd Floor
New York, NY 10002

When remitting,
please reference:

31838-00002
Invoice Number: 2123340

FOR PROFESSIONAL SERVICES RENDERED through
August 31, 2001 in connection with the Zerega Avenue
Project as more fully described herein.

FEES	\$38,039.00
COSTS related thereto	<u>\$2,444.76</u>
TOTAL	<u>\$40,483.76</u>

PAYMENT INSTRUCTIONS

Please return this remittance copy with your payment to the attention of the Accounting Department.

If you prefer to wire transfer payment, please send funds to:

Citibank, N.A.
Private Banking Division
153 East 53rd Street, NY, NY 10043
ABA #021000089

Shearman & Sterling
General I Account
Account #09280096

September 18, 2001

1ST ROCHDALE COOPERATIVE GROUP LTD.
Page Number: 2

Account Number: 31838-00002
Invoice Number: 2123340

TIME DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS
08/01/01	Steinberg, Howard M.	Redrafting Enron Agreement.	3.40
08/03/01	Steinberg, Howard M.	Discussions with Pratt & Whitney.	1.00
08/06/01	Steinberg, Howard M.	Discussions on EPC contract with Pratt & Whitney.	1.90
08/10/01	Steinberg, Howard M.	Reviewing EPC Contract comments and phone calls with Wortham and Vecchiarelli.	2.10
08/13/01	Steinberg, Howard M.	Meeting negotiating EPC with Pratt & Whitney at Shearman & Sterling in New York.	12.90
08/14/01	Steinberg, Howard M.	Redrafting EPC Contract based on negotiations with Pratt & Whitney.	6.80
08/23/01	Steinberg, Howard M.	Calls with ANP, Yonkers, Rochdale & drafting ANP letter of intent.	5.60
08/29/01	Steinberg, Howard M.	Meeting with Greg Wortham and Dave Johnson at 1st Rochdale and preparing due diligence materials for American National Power.	6.10
08/30/01	Steinberg, Howard M.	Preparing purchase agreement for ANP and calls with Yonkers and Pratt & Whitney.	6.60
08/31/01	Steinberg, Howard M.	Working on EPC Contract revisions and discussions with American National Power.	8.20
08/13/01	Shashank, Amit	Attend meeting at Shearman & Sterling to discuss EPC contract.	8.70
08/14/01	Shashank, Amit	Review EPC contract	4.80
08/16/01	Shashank, Amit	Review and revise escrow agreement	.90
08/02/01	Kumar, Anjali	Confidentiality Agreement distribution to Allegheny.	.40
08/14/01	Kumar, Anjali	Drafting escrow agreement.	4.50
08/15/01	Kumar, Anjali	Revising Escrow Agreement.	.20
08/01/01	Curtis, Helen	Conversation regarding EPC contract.	.50
08/29/01	Curtis, Helen	Drafted subscription agreement; review of LLC agreement.	4.50
08/30/01	Curtis, Helen	Continued draft of subscription agreement; amended operating agreement.	5.50
08/31/01	Curtis, Helen	Discussions regarding structure of sale with Larry Crouch; finalized Gotham	5.50

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September 18, 2001

IST ROCHDALE COOPERATIVE GROUP LTD.
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Account Number: 31838-00002
Invoice Number: 2123340

DATE	TIMEKEEPER	DESCRIPTION	HOURS
		subscription agreement; amended Gotham operating agreement.	
08/30/01	Beaton, Shaun J.	Arrange site meeting/review project documents	.50
08/31/01	Beaton, Shaun J.	Review project history and documents (agreements, memo, financial model) in preparation for site meeting with Rochdale/ANP; Site meeting at Zerega and optional sites with D. Johnson (Rochdale) and Frank Siegmund (ANP)	5.20
08/02/01	Jones, Timothy C.	Review of Enron Deal, option to Lease and consultancy agreement.	.50
TOTAL HOURS			96.30
FEES			\$38,039.00

COST SUMMARY:

CML	Offsite Client Meals	307.09
CPY	Inhouse Photocopies	106.35
DHM	Conference Room Dining	325.57
FCS	Facsimile Transmission	132.00
FED	FEDERAL EXPRESS	12.84
OSD	Other Outside Services	244.35
OTM	Overtime Meals	18.70
OVT	Secretarial Overtime	60.00
PKG	Parking Costs for Clients	33.00
POS	Postage and Courier	.57
PRF	Proofreading	45.00
TEL	Telephone Charges	11.09
TMP	Temporary Help	152.46
TVU	Travel U.S.	255.68
TXI	Radio Taxis	20.06
WRD	Word Processing	720.00

TOTAL COSTS related thereto	<u>\$2,444.76</u>
TOTAL	<u>\$40,483.76</u>

EXHIBIT E

GOTHAM



POWER
C O M P A N Y

Zerega Station

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Executive Summary	A
Term Sheet	B
Project Chart.....	C
Interconnections.....	D
Project Checklist.....	E
Site Maps.....	F
Press Articles	G

Zerega Avenue Project

Executive Summary

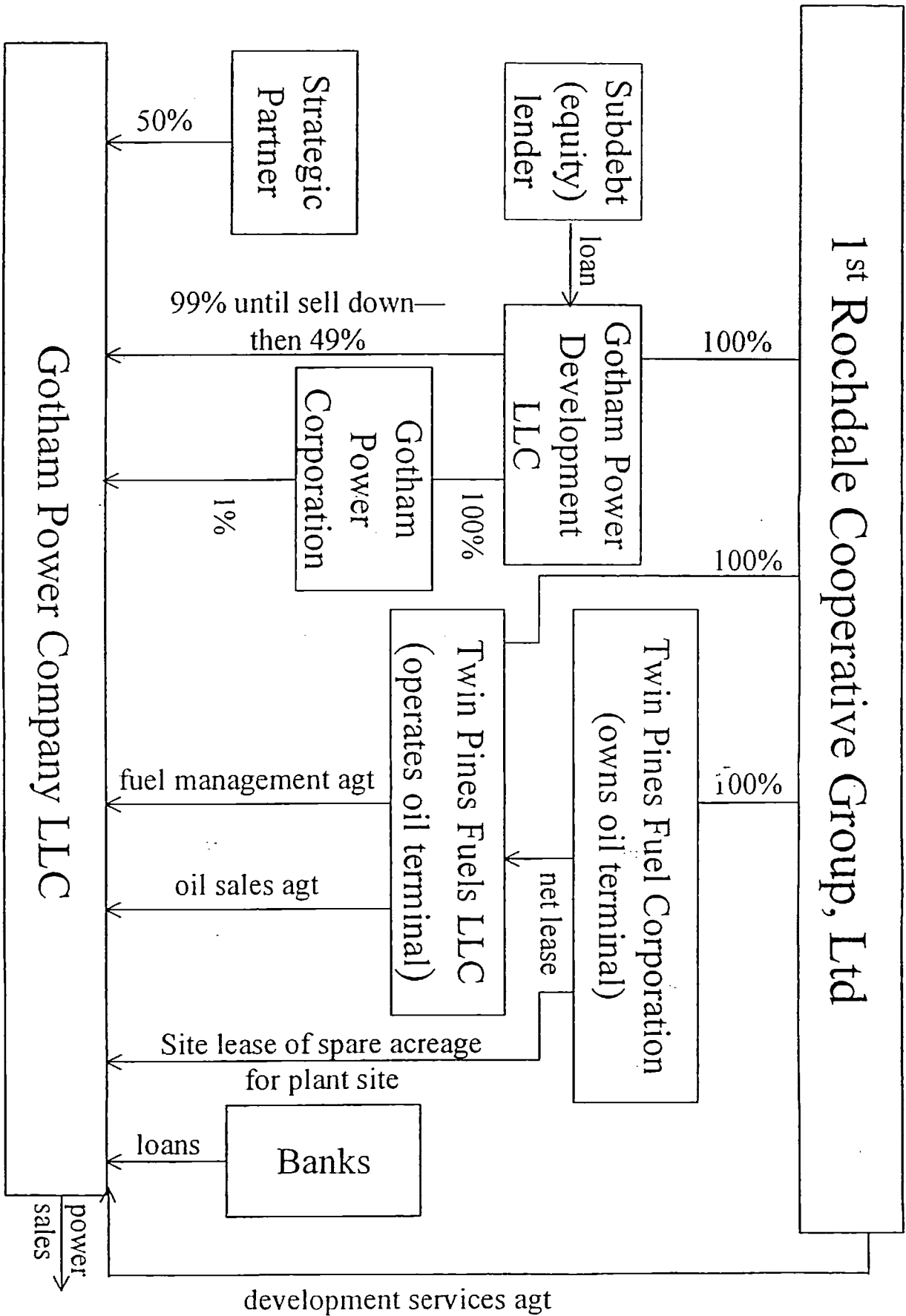
Project	A simple cycle gas and oil fired peaking power station of not more than 79 megawatts located at an oil terminal on Westchester Creek at 1066 Zerega Avenue, Bronx, New York
Owner	Gotham Power Company LLC
Sponsor	1 st Rochdale Cooperative Group, Ltd. ("1 st Rochdale")
Financial Advisor	TBA, if necessary
Independent Engineer	Burns & Roe Enterprises, Inc.
Owner's Engineer	Far Horizons Corporation
Project Counsel	Shearman & Sterling Beveridge & Diamond (Environmental and Regulatory)
Sponsor's Counsel	Szold & Brandwen, P.C. Kudman, Trachten, Kessler, Newman & Rich, LLP (Regulatory)
Owner's Insurance Broker	Kenneth F. Guerin, Inc. d/b/a Kingston Risk Management
Gas Supplier	TBA, available to Strategic Partner
Gas Transporter	Consolidated Edison or Iriquois Pipeline
Oil Supplier	Twin Pines Fuels LLC (a subsidiary of 1 st Rochdale)
Site Lessor or Seller	TBA, either Twin Pines Fuels LLC or Twin Pines Fuels Corporation (each a subsidiary of 1 st Rochdale)
Fuel Manager	Twin Pines Fuels LLC
EPC Contractor	TBA on or about February 1, 2001 (RFP was issued December 6, 2000)
Power Toller	TBA, if desirable, available to Strategic Partner

O&M Contractor	TBA, available to Strategic Partner
Long Term Maintenance Contractor	TBA depending on turbine selection (P&W Twin Pacs or LM6000s are likely)
Financing Plan	85% debt 15% equity (the Sponsor may borrow all of its equity from a third party lender)
Ownership Closing	February 2001
Expected Signing Date for EPC Contract	March 1, 2001
Expected Limited Notice to Proceed Date (for turbine and transformer)	March 31, 2001
Expected Financial Closing and Full Notice to Proceed Date	May 1, 2001
Expected Commercial Operation Date	May 1, 2002

Outline of Terms for Investment
in the Project

1. Strategic Partner [].
2. Ownership Closing The Strategic Partner shall become a 50% member of the Owner.
3. Reimbursement of Development Costs At the Ownership Closing (expected in February 2001), the Strategic Partner shall make payment to the Sponsor of a cash amount equal to the Owner's and Sponsor's development costs associated with the Project until such date (currently \$) plus simple interest thereon at 11% per annum.
4. Investment in Project Commencing on the Ownership Closing, the Strategic Partner will fund all development costs (including limited notice to proceed funding, if necessary) through financial closing and agree (which agreement must not be subject to board approval but may be subject to an irr hurdle rate) to fund its share of equity at financial closing.
5. Development Fee At financial closing or start of construction the Strategic Partner will pay the Sponsor a development fee to be negotiated prior to Ownership Closing.
6. Voting Rights Each of the Strategic Partner and the Sponsors (collectively) shall have equal voting rights in the Owner.
7. Certain Decisions Certain actions by the Owner will require the consent of all members of the Owner.

- | | | |
|-----|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 8. | Disposal of Strategic Partner Ownership | Subject to providing the Sponsors with a right of first refusal, beginning one year after the commercial operation date of the Project, the Strategic Partner will have an unrestricted right to sell, dispose of or transfer any or all of its interest in the Owner. |
| 9. | Other Terms | The agreements for the Strategic Partner's entry into the Project shall include such other provisions as may be agreed to by the Sponsors and the Strategic Partner, including without limitation with respect to change of control of the Strategic Partner or (its operator), confidentiality, indemnities and representations and warranties. |
| 10. | Governing Law | All agreements will be governed by New York law. |



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Interconnections

Natural Gas Interconnection. A 20-inch, high-pressure main owned by Con Edison, located approximately 2,500 feet from the site provides access to natural gas.

Electrical Interconnection. The Con Edison (Parkchester 138 kV) substation, located approximately 10,000 feet from the site provides transmission access to the “in-city” load pocket.

Distillate Fuel Supply

Six oil storage tanks with a combined capacity of 2,000,000 gallons are located adjacent to the site on Twin Pines Fuels LLC’s long-term leased property for possible storage of back-up fuel.

Zoning

The site is zoned M3-1, for heavy industrial including power plant use.